

**THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

VEREIT, Inc.,

Plaintiff,

v.

**Nicholas S. Schorsch, Peter M. Budko,
William M. Kahane, and Edward M. Weil,**

Defendants.

Civil Action No. 17-cv-6546

ORAL ARGUMENT REQUESTED

**DECLARATION OF ROBIN L. COHEN IN SUPPORT OF DEFENDANTS’
REPLY IN SUPPORT OF THEIR MOTION TO DISMISS OR STAY**

I, Robin L. Cohen, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a member of the New York Bar and a principal of McKool Smith, counsel for defendants Nicholas S. Schorsch, Peter M. Budko, William M. Kahane, and Edward M. Weil (collectively, “Defendants” or “Individual Parties”). I am familiar with the facts and circumstances in this action, and submit this declaration in support of Defendants’ Reply in Support of Their Motion to Dismiss the Amended Complaint (“Complaint”) filed by Plaintiff VEREIT, Inc.

2. Attached hereto as Exhibit 1 is a true and correct copy of the employment agreement between William Miller and VEREIT, dated February 23, 2016, publicly available at <https://www.sec.gov/Archives/edgar/data/1507385/000150738516000097/vereit12312015-ex1043.htm>, last visited on November 29, 2017.

3. Attached hereto as Exhibit 2 is a true and correct copy of the employment agreement between Michael Bartolotta and VEREIT, dated September 30, 2015, publicly available at <https://www.sec.gov/Archives/edgar/data/1507385/000150738515000079/vereit09302015-ex102.htm>, last visited on November 29, 2017.

4. Attached hereto as Exhibit 3 is a true and correct copy of Exhibit 99-2 to VEREIT's Quarterly Supplemental Information for 2017, publicly available at <https://www.sec.gov/Archives/edgar/data/1507385/000150738517000089/vereitexhibit992quarterlys.htm>, last visited on November 29, 2017.

Dated: December 1, 2017

By: /s/ Robin L. Cohen
Robin L. Cohen